

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

LUCKY'S MARKET PARENT COMPANY,
LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 20-10166 (JTD)

(Jointly Administered)

**SECOND AMENDED² NOTICE OF AGENDA OF MATTERS SCHEDULED
FOR HEARING ON FEBRUARY 26, 2020 AT 10:00 A.M. (ET)³**

****PLEASE NOTE THAT THE HEARING IS SCHEDULED FOR 10:00 A.M.****

CONTINUED MATTER

1. Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Use of Cash Collateral, (II) Granting Adequate Protection, (III) Modifying the Automatic Stay, (IV) Setting a Final Hearing, and (V) Granting Related Relief [Docket No. 12; Filed: 1/27/2020]

Objection Deadline: February 19, 2020 at 4:00 p.m. (extended for certain parties)

Related Document(s):

- a) Interim Order Authorizing the Debtors to Use Cash Collateral of the Prepetition Secured Lender, (II) Granting Adequate Protection to the Prepetition Secured Lender, (III) Prescribing Form and Manner of Notice of and Scheduling Final Hearing, and (IV) Granting Related Relief [Docket No. 50; Entered: 1/28/2020]

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are Lucky's Market Parent Company, LLC (2055), Lucky's Farmers Market Holding Company, LLC (5480), Lucky's Market Operating Company, LLC (7064), LFM Stores LLC (3114), Lucky's Farmers Market, LP (0828), Lucky's Farmers Market Resource Center, LLC (7711), Lucky's Market Holding Company 2, LLC (0607), Lucky's Market GP 2, LLC (9335), Lucky's Market 2, LP (8384), Lucky's Market of Longmont, LLC (9789), Lucky's Farmers Market of Billings, LLC (8088), Lucky's Farmers Markets of Columbus, LLC (3379), Lucky's Farmers Market of Rock Hill, LLC (3386), LFM Jackson, LLC (8300), Lucky's Farmers Market of Ann Arbor, LLC (4067), Lucky's Market of Gainesville, LLC (7877), Lucky's Market of Bloomington, LLC (3944), Lucky's Market of Plantation, LLC (4356), Lucky's Market of Savannah, GA, LLC (1097), Lucky's Market of Traverse, City, LLC (2033), Lucky's Market of Naples, FL, LLC (8700), and Sinoc, Inc. (0723).

² **Amended items appear in bold.**

³ This hearing will be held before the Honorable John T. Dorsey at the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 5th Floor, Courtroom No. 5, Wilmington, Delaware 19801. Parties wishing to participate in the hearing telephonically must make arrangement through CourtCall (866-582-6878) in advance of the hearing.

- b) Omnibus Notice of Pleadings and Final Hearing Thereon [Docket No. 52; Filed: 1/28/2020]

Response(s) Received: Informal comments from several landlords, PACA Claimants and the Official Committee of Unsecured Creditors

Status: The final hearing on this matter has been continued to March 30, 2020 at 3:00 p.m. (ET). The parties are working on a revised interim cash collateral order.

MATTERS WITH CERTIFICATION OF COUNSEL OR CERTIFICATE OF NO OBJECTION

2. Motion of Debtors for Interim and Final Orders Authorizing (I) Continued Use of Existing Cash Management System, Including Maintenance of Existing Bank Accounts, Checks, and Business Forms, and (II) Continuation of Existing Deposit Practices [Docket No. 5; Filed: 1/27/2020]

Objection Deadline: February 19, 2020 at 4:00 p.m. (extended for certain parties)

Related Document(s):

- a) Interim Order Authorizing (I) Continued Use of Existing Cash Management System, Including Maintenance of Existing Bank Accounts, Checks, and Business Forms, and (II) Continuation of Existing Deposit Practices and Related Relief [Docket No. 40; Entered: 1/28/2020]
- b) Omnibus Notice of Pleadings and Final Hearing Thereon [Docket No. 52; Filed: 1/28/2020]
- c) Certificate of No Objection Regarding Motion of Debtors for Interim and Final Orders Authorizing (I) Continued Use of Existing Cash Management System, Including Maintenance of Existing Bank Accounts, Checks, and Business Forms, and (II) Continuation of Existing Deposit Practices [Docket No. 243; Filed: 2/24/2020]
- d) Exhibit A Proposed Form of Order [Docket No. 256; Filed 2/24/2020]
- e) Final Order Authorizing (I) Continued Use of Existing Cash Management System, Including Maintenance of Existing Bank Accounts, Checks, and Business Forms, and (II) Continuation of Existing Deposit Practices and Related Relief [Docket No. 267; Entered: 2/25/2020]

Response(s) Received: None.

Status: An order has been entered. No hearing is necessary.

3. Motion of Debtors for Entry of Interim and Final Orders Authorizing Payment of (I) Certain Prepetition Employee Claims, Including Wages, Salaries, and Other Compensation, (II) Certain Employee Benefits and Confirming Right to Continue Employee Benefits on Postpetition Basis, (III) Reimbursement to Employees for Prepetition Expenses, (IV) Withholding and Payroll-Related Taxes, and (V) Prepetition Claims Owing to Administrators and Third-Party Providers [Docket No. 6; Filed: 1/27/2020]

Objection Deadline: February 19, 2020 at 4:00 p.m. (extended for certain parties)

Related Document(s):

- a) Interim Order Authorizing Payment of (I) Certain Prepetition Employee Claims, Including Wages, Salaries, and Other Compensation, (II) Certain Employee Benefits on Postpetition Basis, (III) Reimbursement to Employees for Prepetition Expenses, (IV) Withholding and Payroll-Related Taxes, and (V) Prepetition Claims Owing to Administrators and Third-Party Providers [Docket No. 41; Entered: 1/28/2020]
- b) Omnibus Notice of Pleadings and Final Hearing Thereon [Docket No. 52; Filed: 1/28/2020]
- c) Certificate of No Objection Regarding Motion of Debtors for Entry of Interim and Final Orders Authorizing Payment of (I) Certain Prepetition Employee Claims, Including Wages, Salaries, and Other Compensation, (II) Certain Employee Benefits and Confirming Right to Continue Employee Benefits on Postpetition Basis, (III) Reimbursement to Employees for Prepetition Expenses, (IV) Withholding and Payroll-Related Taxes, and (V) Prepetition Claims Owing to Administrators and Third-Party Providers [Docket No. 244; Filed: 2/24/2020]
- d) Exhibit A Proposed Form of Order [Docket No. 257; Filed 2/24/2020]
- e) Final Order Authorizing Payment of (I) Certain Prepetition Employee Claims, Including Wages, Salaries, and Other Compensation, (II) Certain Employee Benefits and Confirming Right to Continue Employee Benefits on Postpetition Basis, (III) Reimbursement to Employees for Prepetition Expenses, (IV) Withholding and Payroll-Related Taxes, and (V) Prepetition Claims Owing to Administrators and Third-Party Providers [Docket No. 268; Entered: 2/25/2020]

Response(s) Received: None.

Status: An order has been entered. No hearing is necessary.

4. Motion of Debtors for Interim and Final Authority to (I) Maintain and Administer Customer Programs, Promotions and practices and (II) Pay and Honor Related Prepetition Obligations [Docket No. 7; Filed: 1/27/2020]

Objection Deadline: February 19, 2020 at 4:00 p.m. (extended for certain parties)

Related Document(s):

- a) Interim Order Authorizing Debtors to (I) Maintain and Administer Customer Programs, Promotions and Practices and (II) Pay and Honor Related Prepetition Obligations [Docket No. 42; Entered: 1/28/2020]
- b) Omnibus Notice of Pleadings and Final Hearing Thereon [Docket No. 52; Filed: 1/28/2020]
- c) Certificate of No Objection Regarding Motion of Debtors for Interim and Final Authority to (I) Maintain and Administer Customer Programs, Promotions and practices and (II) Pay and Honor Related Prepetition Obligations [Docket No. 245; Filed: 2/24/2020]
- d) Final Order Authorizing Debtors to Maintain and Administer Customer Programs, Promotions and Practices and Pay and Honor Related Prepetition Obligations [Docket No. 260; Entered: 2/25/2020]

Response(s) Received: None.

Status: An order has been entered. No hearing is necessary.

5. Motion of Debtors for Order (I) Authorizing Continuation of, and Payment of Prepetition Obligations Incurred in the Ordinary Course of Business in Connection with, Various Insurance Policies, (II) Authorizing Banks to Honor and Process Checks and Electronic Transfer Requests Related Thereto, and (III) Preventing Insurance Companies From Giving Any Notice of Termination or Otherwise Modifying Any Insurance Policy Without Obtaining Relief From the Automatic Stay [Docket No. 8; Filed: 1/27/2020]

Objection Deadline: February 19, 2020 at 4:00 p.m. (extended for certain parties)

Related Document(s):

- a) Interim Order (I) Authorizing Continuation of, and Payment of Prepetition Obligations Incurred in the Ordinary Course of Business in Connection with, Various Insurance Policies, (II) Authorizing Banks to Honor and Process Checks and Electronic Transfer Requests Related Thereto, and (III) Preventing Insurance Companies From Giving Any Notice of Termination or Otherwise Modifying Any Insurance Policy Without

Obtaining Relief From the Automatic Stay [Docket No. 43; Entered: 1/28/2020]

- b) Omnibus Notice of Pleadings and Final Hearing Thereon [Docket No. 52; Filed: 1/28/2020]
- c) Certificate of No Objection Regarding Motion of Debtors for Order (I) Authorizing Continuation of, and Payment of Prepetition Obligations Incurred in the Ordinary Course of Business in Connection with, Various Insurance Policies, (II) Authorizing Banks to Honor and Process Checks and Electronic Transfer Requests Related Thereto, and (III) Preventing Insurance Companies From Giving Any Notice of Termination or Otherwise Modifying Any Insurance Policy Without Obtaining Relief From the Automatic Stay [Docket No. 246; Filed: 2/24/2020]
- d) Order (I) Authorizing Continuation of, and Payment of Prepetition Obligations Incurred in the Ordinary Course of Business in Connection with, Various Insurance Policies, (II) Authorizing Banks to Honor and Process Checks and Electronic Transfer Requests Related Thereto, and (III) Preventing Insurance Companies From Giving Any Notice of Termination or Otherwise Modifying Any Insurance Policy Without Obtaining Relief From the Automatic Stay [Docket No. 261; Entered: 2/25/2020]

Response(s) Received: None.

Status: An order has been entered. No hearing is necessary.

6. Motion of Debtors for an Order Authorizing Payment of Prepetition Taxes and Fees [Docket No. 10; Filed: 1/27/2020]

Objection Deadline: February 19, 2020 at 4:00 p.m. (extended for certain parties)

Related Document(s):

- a) Interim Order Authorizing Payment of Prepetition Taxes and Fees [Docket No. 44; Entered: 1/28/2020]
- b) Omnibus Notice of Pleadings and Final Hearing Thereon [Docket No. 52; Filed: 1/28/2020]
- c) Certificate of No Objection Regarding Motion of Debtors for an Order Authorizing Payment of Prepetition Taxes and Fees [Docket No. 247; Filed: 2/24/2020]

- d) Order Authorizing Payment of Prepetition Taxes and Fees [Docket No. 262; Entered: 2/25/2020]

Response(s) Received: None.

Status: An order has been entered. No hearing is necessary.

7. Motion of Debtors for Entry of an Order Extending Time for Filing Schedules of Assets and Liabilities and Statement of Financial Affairs [Docket No. 61; Filed: 1/30/2020]

Objection Deadline: February 19, 2020 at 4:00 p.m. (extended for certain parties)

Related Document(s):

- a) Certificate of No Objection Regarding Motion of Debtors for Entry of an Order Extending Time for Filing Schedules of Assets and Liabilities and Statement of Financial Affairs [Docket No. 241; Filed: 2/24/2020]
- b) Order Extending Time for Filing Schedules of Assets and Liabilities and Statement of Financial Affairs [Docket No. 263; Entered: 2/25/2020]

Response(s) Received: None.

Status: An order has been entered. No hearing is necessary.

8. Application of Debtors for Authority to Employ and Retain Polsinelli PC as Counsel to the Debtors *Nunc Pro Tunc* to the Petition Date [Docket No. 76; Filed: 1/31/2020]

Objection Deadline: February 19, 2020 at 4:00 p.m. (extended for certain parties)

Related Document(s):

- a) Supplemental Declaration of Christopher A. Ward, Esq. of Polsinelli PC in Support of the Application of Debtors for Authority to Employ and Retain Polsinelli PC as Counsel to the Debtors *Nunc Pro Tunc* to the Petition Date [Docket No. 242; Filed: 2/24/2020]
- b) Certificate of No Objection Regarding Application of Debtors for Authority to Employ and Retain Polsinelli PC as Counsel to the Debtors *Nunc Pro Tunc* to the Petition Date [Docket No. 248; Filed: 2/24/2020]

Response(s) Received: Informal comments from the U.S. Trustee

Status: A certificate of no objection has been filed. No hearing is necessary unless the Court directs otherwise.

9. Application of the Debtors to Employ and Retain Alvarez & Marshal North America, LLC as Financial Advisor to Debtors *Nunc Pro Tunc* to the Petition Date [Docket No. 77; Filed: 1/31/2020]

Objection Deadline: February 19, 2020 at 4:00 p.m. (extended for certain parties)

Related Document(s):

- a) Supplemental Declaration of Joseph J. Sciametta in Support of the Application of the Debtors to Employ and Retain Alvarez & Marsal North America, LLC as Financial Advisor to Debtors *Nunc Pro Tunc* to the Petition Date [Docket No. 249; Filed: 2/24/2020]
- b) Certificate of No Objection Regarding Application of the Debtors to Employ and Retain Alvarez & Marshal North America, LLC as Financial Advisor to Debtors *Nunc Pro Tunc* to the Petition Date [Docket No. 250; Filed: 2/24/2020]

Response(s) Received: Informal comments from the U.S. Trustee

Status: A certificate of no objection has been filed. No hearing is necessary unless the Court directs otherwise.

10. Motion of Debtors for Entry of an Order Extending the Deadline to Assume or Reject Executory Contracts, Unexpired Leases and Nonresidential Real Property [Docket No. 164; Filed: 2/11/2020]

Objection Deadline: February 19, 2020 at 4:00 p.m. (extended for certain parties)

Related Document(s):

- a) Certification of Counsel Regarding Order Extending the Deadline to Assume or Reject Executory Contracts, Unexpired Leases and Nonresidential Real Property [Docket No. 251; Filed: 2/24/2020]
- b) Order Extending the Deadline to Assume or Reject Executory Contracts, Unexpired Leases and Nonresidential Real Property [Docket No. 264; Filed: 2/25/2020]

Response(s) Received: Informal comments from several landlords

Status: An order has been entered. No hearing is necessary.

11. Motion of Debtors for Entry of an Order Authorizing the Retention and Payment of Professionals Utilized by the Debtors in Ordinary Course of Business [Docket No. 165; Filed: 2/11/2020]

Objection Deadline: February 19, 2020 at 4:00 p.m. (extended for certain parties)

Related Document(s):

- (a) Certification of Counsel Regarding Order Extending the Deadline to Assume or Reject Executory Contracts, Unexpired Leases and Nonresidential Real Property [Docket No. 252; Filed: 2/24/2020]
- (b) Order Authorizing the Retention and Payment of Certain Professionals Utilized by the Debtors in the Ordinary Course of Business [Docket No. 265; Entered: 2/25/2020]

Response(s) Received: Informal comments from the U.S. Trustee and the Official Committee of Unsecured Creditors

Status: An order has been entered. No hearing is necessary.

MATTERS GOING FORWARD

- 12. Motion of Debtors for Entry of Interim and Final Orders (I) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Service, (II) Approving the Debtors' Proposed Adequate Assurance of Payment for Postpetition Services, and (III) Establishing Procedures for Resolving Requests for Additional Adequate Assurance of Payment [Docket No. 11; Filed: 1/27/2020]

Objection Deadline: February 19, 2020 at 4:00 p.m. (extended for certain parties)

Related Document(s):

- a) Interim Order Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Service; (II) Approving the Debtors' Proposed Adequate Assurance of Payment for Postpetition Services; and (III) Establishing Procedures for Resolving Requests for Additional Adequate Assurance of Payment [Docket No. 45; Entered: 1/28/2020]
- b) Omnibus Notice of Pleadings and Final Hearing Thereon [Docket No. 52; Filed: 1/28/2020]

Response(s) Received:

- a) Objection of Certain Utility Companies to the Motion of Debtors for Entry of Interim and Final Orders (I) Prohibiting Utility Providers From Altering, Refusing, or Discontinuing Service, (II) Approving the Debtors' Proposed Adequate Assurance of Payment for Postpetition Services, and (III) Establishing Procedures for Resolving Requests for Additional Adequate Assurance of Payment [Docket No. 183; Filed: 2/13/2020]

- b) Informal comments from Waste Management and other utility providers.

Status: This matter will go forward on a final basis.

13. Motion of Debtors for Approval of (I) Procedures for Store Closing Sales and (II) Assumption of the Liquidation Consulting Agreement [Docket No. 13; Filed: 1/27/2020]

Objection Deadline: February 19, 2020 at 4:00 p.m. (extended for certain parties)

Related Document(s):

- a) Interim Order Authorizing (I) Procedures for Store Closing Sales, and (II) Assumption of the Liquidation Consulting Agreement [Docket No. 51; Entered: 1/28/2020]
- b) Omnibus Notice of Pleadings and Final Hearing Thereon [Docket No. 52; Filed: 1/28/2020]

Response(s) Received:

- a) Blackfox Parkway Associates, L.L.C.'s Limited Objection to Interim Order Authorizing (I) Procedures for Store Closing Sales and (II) Assumption of Liquidation Consulting Agreement [Docket No. 96; Filed: 2/4/2020]
- b) [SEALED] Limited Objection of Comcast Cable Communications Management, LLC to Motion of Debtors for Approval of (I) Procedures for Store Closing Sales and (II) Assumption of the Liquidation Consulting Agreement [Docket No. 214; Filed: 2/19/2020]
- c) [SEALED] Exhibit A to Limited Objection of Comcast Cable Communications Management, LLC to Motion of Debtors for Approval of (I) Procedures for Store Closing Sales and (II) Assumption of the Liquidation Consulting Agreement [Docket No. 215; Filed: 2/19/2020]
- d) ATA Forum Louisville, KY, LLC's Objection (A) to Interim Order Authorizing (I) Procedures for Store Closing Sales and (II) Assumption of the Liquidation Consulting Agreement, and (B) Notice of Default Under Store Closing Procedures [Docket No. 216; Filed: 2/19/2020]
- e) Horn Investment Company's Objection to Interim and Final Order Authorizing (I) Procedures for Store Closing Sales and (II) Assumption of the Liquidation Consulting Agreement [Docket No. 225; Filed: 2/20/2020]
- f) Informal comments from several landlords

Status: This matter will go forward on a final basis.

14. Debtors' Motion for Entry of Interim and Final Orders, Pursuant to Sections 105(a), 363, and 541 of the Bankruptcy Code, Authorizing the Payment of Prepetition Claims Arising Under (A) the Perishable Agricultural Commodities Act, and (B) the Packers and Stockyards Act [Docket No. 14; Filed: 1/27/2020]

Objection Deadline: February 19, 2020 at 4:00 p.m. (extended for certain parties)

Related Document(s):

- a) Interim Order Authorizing the Payment of Prepetition Claims Arising Under (A) the Perishable Agricultural Commodities Act, and (B) the Packers and Stockyards Act [Docket No. 46; Entered: 1/28/2020]
- b) Omnibus Notice of Pleadings and Final Hearing Thereon [Docket No. 52; Filed: 1/28/2020]
- c) **Certification of Counsel Regarding Final Order Pursuant to Sections 105(a), 363, and 541 of the Bankruptcy Code, Directing the Payment of Prepetition Claims Arising Under (A) the Perishable Agricultural Commodities Act, and (B) the Packers and Stockyards Act [Docket No. 271; Filed: 2/25/2020]**

Response(s) Received: Informal comments from PACA Claimants, Prepetition Secured Lender and the Official Committee of Unsecured Creditors

Status: **A consensual revised proposed form of order has been filed under certification of counsel. No hearing is necessary unless the Court directs otherwise.**

15. Debtors' Omnibus Motion Seeking Entry of an Order (I) Authorizing the Rejection of Certain Executory Contracts, Each Effective *Nunc Pro Tunc* to the Petition Date, and (II) Granting Related Relief [Docket No. 64; Filed: 1/30/2020]

Objection Deadline: February 19, 2020 at 4:00 p.m. (extended for certain parties)

Related Document(s):

- a) Certification of Counsel Regarding Order (I) Authorizing the Rejection of Certain Executory Contracts, Effective *Nunc Pro Tunc* to the Petition Date, and (II) Granting Related Relief [Docket No. 266; Filed: 2/25/2020]

Response(s) Received: Informal comments from at least one landlord.

Status: A consensual revised proposed form of order has been filed under certification of counsel. No hearing is necessary unless the Court directs otherwise.

16. Motion of Debtors for Entry of an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 78; Filed: 1/31/2020]

Objection Deadline: February 19, 2020 at 4:00 p.m. (extended for certain parties)

Related Document(s):

- (a) Certification of Counsel Regarding Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 255; Filed: 2/24/2020]
- (b) Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 259; Entered: 2/25/2020]

Response(s) Received: Informal comments from the U.S. Trustee

Status: An order has been entered. No hearing is necessary.

17. Application/Motion to Employ/Retain PJ Solomon, L.P. and PJ Solomon Securities, LLC as Financial Advisor and Investment Banker for the Debtors Nunc Pro Tunc to the Petition Date [Docket No. 81; Filed: 1/31/2020]

Objection Deadline: February 19, 2020 at 4:00 p.m. (extended for certain parties)

Related Document(s):

- a) Supplemental Declaration of Scott Moses in Support of the Application of the Debtors to Employ and Retain PJ Solomon, L.P. and PJ Solomon Securities, LLC, as Financial Advisor and Investment Banker for the Debtors *Nunc Pro Tunc* to the Petition Date and (II) Modifying Certain Information Requirements of Del. Bankr. L.R. 2016-2 [Docket No. 254; Filed: 2/24/2020]
- b) Certification of Counsel Regarding Order Authorizing the Employment and Retention of PJ Solomon, L.P. and PJ Solomon Securities, LLC as Financial Advisor and Investment Banker for the Debtors Nunc Pro Tunc to the Petition Date [Docket No. 258; Filed: 2/24/2020]

Response(s) Received: Informal comments from the U.S. Trustee and Official Committee of Unsecured Creditors

Status: A consensual revised proposed form of order has been filed under certification of counsel. No hearing is necessary unless the Court directs otherwise.

Dated: February 25, 2020
Wilmington, Delaware

Respectfully submitted,

POLSINELLI PC

/s/ Christopher A. Ward

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*Proposed Counsel to the Debtors and
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